

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

RECEIVED
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE
MAY 29 PM 1:53
11

**IN RE: ARMSTRONG WORLD
INDUSTRIES, INC., et al.,**

Debtors.

**Chapter 11
Case Nos. 00-4471, 00-4469, 00-4470
(Jointly Administered)**

**IN RE: W. R. GRACE & CO.,
et al.,**

Debtors.

**Chapter 11
Case Nos. 01-1139 through 01-1200
(Jointly Administered)**

**IN RE: FEDERAL MOGUL
GLOBAL, INC., T & N
LIMITED, et al.,**

Debtors.

**Chapter 11
Case Nos. 01-10578, et al
(Jointly Administered)**

**IN RE: USG CORPORATION,
a Delaware Corporation,
et al.,**

Debtors.

**Chapter 11
Case Nos. 01-2094 through 01-2104
(Jointly Administered)**

**IN RE: OWENS CORNING,
et al.,**

Debtors.

**Chapter 11
Case Nos. 00-3837 through 00-3854
(Jointly Administered)**

Objections due: _____ 2002
Hearing date set only if objections are timely
filed

NOTICE OF FILING OF THIRD FEE APPLICATION

TO: The Parties listed on Exhibit 1 hereto.

PLEASE TAKE NOTICE that Norris, McLaughlin & Marcus has filed this Notice of Third Application on behalf of William A. Dreier as a Court Appointed Advisor for Allowance of Compensation of Fees for Actual and Necessary services Rendered and for Reimbursement of

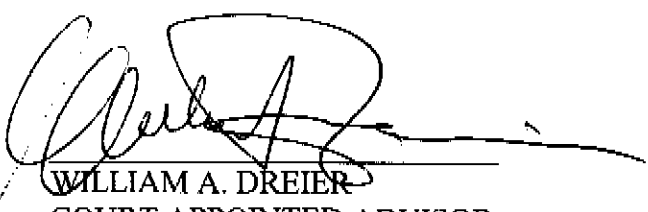
Expenses Incurred for the Period from November 1, 2002 through March 31, 2003.

PLEASE TAKE FURTHER NOTICE that responses or objections to the aforementioned Fee Application, if any, must be timely filed with the United States Bankruptcy Court for the District of Delaware, 5th Floor, 824 Market Street, Wilmington, Delaware 19801 and served upon and received by (i) William A. Dreier, Norris, McLaughlin & Marcus, 721 Route 202-206, Box 1018, Somerville, NJ 08876; and (ii) Frank J. Perch, Esq., Office of the United States Trustee, 844 King Street, Lockbox 35, Room 2311, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that in the event that timely objections to the Application are filed, a hearing will be scheduled at the convenience of the Court.

PLEASE TAKE FURTHER NOTICE that, in the absence of timely filed objections, the Court may enter an Order approving the aforementioned Fee Application on an interim basis without further notice or hearing.

Dated: May 22, 2003



WILLIAM A. DREIER
COURT APPOINTED ADVISOR
Norris, McLaughlin & Marcus
P.O. Box 1018
Somerville, NJ 08876-1018
(908) 722-0700

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

**IN RE: ARMSTRONG WORLD
INDUSTRIES, INC., et al.,**

Debtors.

**: Chapter 11
: Case Nos. 00-4471, 00-4469, 00-4470
: (Jointly Administered)**

**IN RE: W. R. GRACE & CO.,
et al.,**

Debtors.

**: Chapter 11
: Case Nos. 01-1139 through 01-1200
: (Jointly Administered)**

**IN RE: FEDERAL MOGUL
GLOBAL, INC., T & N
LIMITED, et al.,**

Debtors.

**: Chapter 11
: Case Nos. 01-10578, et al
: (Jointly Administered)**

**IN RE: USG CORPORATION,
a Delaware Corporation,
et al.,**

Debtors.

**: Chapter 11
: Case Nos. 01-2094 through 01-2104
: (Jointly Administered)**

**IN RE: OWENS CORNING,
et al.,**

Debtors.

**: Chapter 11
: Case Nos. 00-3837 through 00-3854
: (Jointly Administered)**

**: Hearing date set only if objections are timely
: filed**

IN RE: GENERAL ASBESTOS

**THIRD APPLICATION OF NORRIS, MCLAUGHLIN &
MARCUS FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES ON
BEHALF OF WILLIAM A. DREIER AS A COURT
APPOINTED ADVISOR FOR THE PERIOD FROM
NOVEMBER 1, 2002 THROUGH MARCH 31, 2003**

TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:

Pursuant to 11 U.S.C. §330 and §331 and Rule 2016 of the of Bankruptcy Procedure, Norris, McLaughlin & Marcus ("NMM") hereby moves this Honorable Court on behalf of William A. Dreier for an Order awarding an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in William A. Dreier's capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$6,191.00 and reimbursement of related expenses of \$477.58 for the period of November 1, 2002 through March 31, 2003.

In support of this Application and pursuant to Bankruptcy Rule 2016, NMM respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of U.S.C. §§101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107 (a) and 1108 of the Bankruptcy Code.

2. On December 28, 2001, the Court appointed Mr. Dreier and several other persons as "Court Appointed Advisors" to assist the Court, as set forth in that Order and in subsequent Orders, with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court has and may in the future assign to Mr. Dreier. A copy of this Order is annexed hereto as Exhibit A.

3. By its Order dated March 19, 2002, the Court withdrew the reference to the Bankruptcy Court for any application for allowance of fees and/or costs by Court Appointed Advisors and gave leave to the Court Appointed Advisors to file interim fee applications in

accordance with the directions set forth therein. A copy of this Order is annexed hereto as Exhibit B. This Application is the third such application by William A. Dreier.

4. There is no agreement or understanding between Mr. Dreier and any other person, other than the members, associates and employees of the law firm of Norris, McLaughlin & Marcus of which Mr. Dreier is a member, for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation Mr. Dreier shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of Mr. Dreier's experience rendering services such as those involved with his appointment as Court Appointed Advisor. This hourly rate of \$135.00 is reasonable and customary for an attorney of Suzana Loncar's experience rendering services such as those involved in this matter. The hourly rate of \$115.00 is reasonable and customary for paralegal services.

6. Mr. Dreier has expended a total of 21.0 hours in rendering professional services as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. Overall billing statements are attached as Exhibits C and D. Exhibit C sets forth the total hours spent by Mr. Dreier and other professionals affiliated with NMM related to all five consolidated bankruptcies. Exhibit D sets forth the total hours spent by Mr. Dreier and other professionals associated with NMM specifically related to the In re: W. R. Grace matter.

7. The billing statements attached as Exhibits C and D present the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, NMM incurred out-of-pocket expenses in connection with his appointment as Court Appointed Advisor in the amount of \$477.58. The expenses incurred in association with all five consolidated bankruptcies amounted to \$330.63, as set forth in Exhibit C. The expenses incurred in association with the In re: W.R. Grace matter amounted to \$146.95, as set forth in Exhibit D. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtors, estates.

9. NMM, on behalf of William A. Dreier, respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period November 1, 2002 through March 31, 2003, the size and complexity of the case, the time, labor and special expertise brought to bear on the questions, and other related factors.

10. In addition to the compensation requested above, NMM, on behalf of William A. Dreier further requests \$450.00 for services rendered in his capacity as a court-appointed advisor in the General Asbestos Matters as to all debtors, during the First Interim Application Period, from January 1, 2002 through February 28, 2002. This amount was not requested in the First Interim Application of William A. Dreier due to an error in the calculation of the amount owed for services rendered during that period. Therefore, the sum has been added to this application.¹

11. William A. Dreier, having reviewed Local Rule 2016-2 regarding compensation and reimbursement of expenses, certifies that this application complies with the requirements of Local Rule 2016-2.

12. A proposed form of order is submitted herewith.


¹ For further explanation, see the invoices attached as Exhibit C to the First Interim Application of William A. Dreier for Services Rendered and Reimbursement of Expenses as a Court Appointed Advisor for the period from January 1, 2002 through February 28, 2002.

WHEREFORE, William A. Dreier respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in the amount of \$7,118.56, subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

WHEREFORE, William A. Dreier further respectfully requests that the interim allowance of NMM's fees and costs be allocated among the debtors as follows:

1. Evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$5,450.13, resulting in each debtor paying \$1,090.02;
2. Plus \$450.00 as to all the debtors, resulting in each debtor paying an additional \$90.00, as set forth above in Paragraph 10;
3. Plus \$1,218.46 as to the debtor W.R. Grace, as set forth in Exhibit D.

WHEREFORE, the sum of fees and costs allowed against each debtor pursuant to this interim allowance shall total \$1,180.02 against Federal-Mogul Global, Inc.; \$2,398.48 against W.R. Grace & Co.; \$1,180.02 against Armstrong Industries, Inc.; \$1,180.02 against Owens Corning; and \$1,180.02 against U.S.G. Corporation.



WILLIAM A. DREIER
Court Appointed Advisor
Norris McLaughlin & Marcus
721 Route 202/206 North
Bridgewater, New Jersey 08807

Dated: May 22, 2003

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re: General Asbestos

Chapter 11

Case Nos. 00-4471, 00-4469,
00-4470,
01-1139 through 01-1200
01-10578, et al.
01-2094 through 01-2104
00-3837 through 00-3854

**THIRD APPLICATION OF NORRIS, MCLAUGHLIN & MARCUS ON BEHALF OF
WILLIAM A. DREIER FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS A COURT APPOINTED ADVISOR
FOR THE PERIOD FROM NOVEMBER 1, 2002 THROUGH MARCH 31, 2003**

Name of Applicant:	Norris, McLaughlin & Marcus
Authorized to Provide Professional Services to:	Alfred M. Wolin, U.S.D.J.
Date of Order:	December 28, 2001
Period for which Compensation and Reimbursement Are Sought:	November 1, 2002 through March 31, 2003
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$6,641.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$477.58
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

The total time expended for fcc application preparation is approximately 3 hours and the corresponding compensation requested is approximately \$405.00.

If this is not the first application filed, disclose the following for each prior application:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
5/3/2002	1/1/02 – 2/28/02	\$13,815.00	\$831.90	\$13,815.00	\$831.90
12/5/02	3/1/02-10/3/02	\$46,421.00	\$3,068.39	\$46,421.00	\$3,068.39

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
William A. Drier	Admitted to Practice in 1961	\$450.00	10.8	\$4,860.00
Suzana Loncar	Associate, Admitted to Practice in 2002	\$135.00	7.9	\$1,066.50
Jcanna Hand	Paralegal	\$115.00	2.3	\$ 264.50
Grand Total:			21.00	\$6,191.00
Blended Rate:				

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
General Asbestos Advisor	15.6	\$5,119.50
W.R. Grace - Special Master	5.40	\$1,071.50
Additional compensation inadvertently left off the First Interim Application of William A. Dreier as to the work performed on the General Asbestos matters as to all debtors		\$450.00

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Computer Assisted Legal Research		
Facsimile (with rates)		
Telephone, Postage, Photocopying		\$309.56
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Reporting		
Travel Expenses		\$153.75
Courier & Express Carriers (e.g., Federal Express)		\$ 14.27
Other (explain)		

Local Form 102 (Fee Application/Attachment B)

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

2/19

IN RE: ARMSTRONG WORLD	:	Chapter 11	
INDUSTRIES, INC., et al.,	:	Case Nos. 00-4471, 00-4469,	2141
	:	00-4470	
Debtors.	:		

IN RE: W.R. GRACE & CO.,	:	Chapter 11	
et al.,	:	Case Nos. 01-1139 through	1827
	:	0-1200	
Debtors.	:		

IN RE: FEDERAL-MOGUL	:	Chapter 11	
GLOBAL, INC., T&N	:	Case Nos. 01-10578, et al. ¹	7412
LIMITED, et al.,	:		
Debtors.	:		

IN RE: USG CORPORATION,	:	Chapter 11	
a Delaware Corporation,	:	Case Nos. 01-2094 through	2104
et al.,	:	01-2104	
Debtors.	:		

IN RE: OWENS CORNING,	:	Chapter 11	
et al.,	:	Case Nos. 00-3837 through	4423
	:	00-3854	
Debtors.	:		

**ORDER 1) PARTIALLY WITHDRAWING THE REFERENCE AND 2) GOVERNING
APPLICATIONS FOR THE ALLOWANCE OF FEES AND EXPENSES TO COURT
APPOINTED ADVISORS**

This matter being opened upon the Court's own motion pursuant to the authority granted in 11 U.S.C. § 105(a) and the Court's inherent power; and the Court, pursuant to its Order of December 28, 2001, having appointed certain persons as Court Appointed Advisors ("Advisors") and in that Order and in subsequent Orders

¹See attached list.

certain of these Advisors having been designated Special Masters to hear and report on matters specifically delegated to them by the Court as set forth in those Orders; and it appearing that the Advisors are functioning in a manner in all respects similar to examiners as provided for in the Bankruptcy Code, 11 U.S.C. §§ 1104, 1106; and the Bankruptcy Code and Rules providing for the compensation of examiners, officers and professional persons pursuant to 11 U.S.C. §§ 330, 331; and the Advisors, by virtue of their direct appointment by the Court, occupying a unique position in the above-captioned cases not shared by other persons employed in these cases; and the Court having determined that the continued employment of the Advisors in their various capacities is necessary for the efficient administration of these very large mass-tort chapter 11 cases and in the best interests of the creditors, equity holders and the estates in bankruptcy and that the debts of the estates as specified in 11 U.S.C. § 1104(c)(2) exceed \$5,000,000; and for good cause shown

IT IS this th 1st day of March 2002

ORDERED that pursuant to 28 U.S.C. § 157 and the Order of this Court issued December 10, 2001, the reference of these cases to the Bankruptcy Court, Judge Randall J. Newsome and Judge Judith K. Fitzgerald presiding, is hereby withdrawn with respect to any application for an allowance of fees filed by any of the Advisors, and it is further

ORDERED that the Advisors may make application for the allowance of their fees and expenses from the debtors' estates directly to this Court in the first instance, requesting that such applications be reviewed and approved by the Court pursuant to the substantive standards set forth in 11 U.S.C. § 330, and it is further

ORDERED that any application for the allowance of fees and expenses shall set forth how the applicant believes the fees and expenses should be allocated between the debtors, and it is further

ORDERED that, although by its terms local bankruptcy rule 2016-2 does not apply to applications for the allowance of fees and expenses by the Advisors, local rule 2016-2(d) governing information requirements relating to compensation requests is hereby incorporated by reference and made applicable to applications by the Advisors pursuant to this Order, and it is further

ORDERED that the Advisors may make interim applications for the allowance of fees and expenses pursuant to 11 U.S.C. § 331, on a monthly basis, and it is further

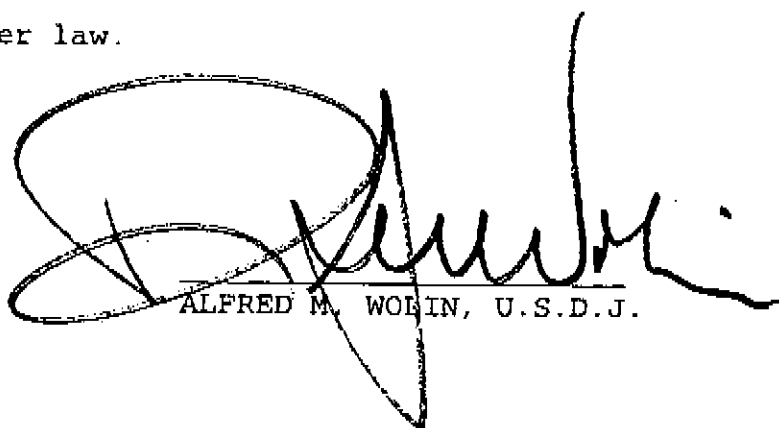
ORDERED that an application for the allowance of fees and expenses pursuant to this Order shall not set forth a hearing date for the application and no hearing will be held unless written objection is filed with the Court no later than ten days

after service upon the objecting party of the fee application, and it is further

ORDERED that no Administrative Order or other Order in any of the above-captioned cases governing applications for the allowance of fees and expenses to professionals shall apply to an application by any of the Court Appointed Advisors pursuant to this Order except as provided below with respect to service, and it is further

ORDERED that any application made pursuant to this Order shall be served on the same parties and in the same manner as provided by applicable rule as superseded or modified by any Administrative Order of the Bankruptcy Court governing applications for the allowance of fees and expenses to professionals for which the reference has not been withdrawn, and it is further

ORDERED that this Order shall not limit the Court's ability, upon adequate notice, to charge fees and expenses of the Advisors upon parties besides the debtors on the grounds of equity, rule of procedure, or other law.



ALFRED M. WORIN, U.S.D.J.

IN RE: FEDERAL-MOGUL GLOBAL, INC.
Case Numbers

01-10578	01-10643	01-10700	01-10750
01-10580	01-10644	01-10701	01-10751
01-10582	01-10646	01-10702	01-10752
01-10585	01-10647	01-10703	01-10753
01-10586	01-10649	01-10704	01-10754
01-10587	01-10650	01-10705	01-10755
01-10589	01-10651	01-10706	01-10756
01-10591	01-10652	01-10707	01-10757
01-10593	01-10653	01-10708	01-10758
01-10594	01-10654	01-10710	01-10759
01-10596	01-10655	01-10711	01-10760
01-10598	01-10656	01-10712	01-10761
01-10599	01-10657	01-10713	01-10762
01-10600	01-10658	01-10714	01-10763
01-10601	01-10659	01-10715	01-10764
01-10603	01-10660	01-10716	01-10765
01-10604	01-10661	01-10717	01-10766
01-10605	01-10662	01-10718	01-10767
01-10606	01-10664	01-10719	01-10768
01-10608	01-10665	01-10721	01-10769
01-10610	01-10666	01-10722	01-10770
01-10611	01-10668	01-10723	01-10771
01-10613	01-10669	01-10724	01-10772
01-10614	01-10672	01-10726	01-10773
01-10615	01-10673	01-10727	01-10774
01-10617	01-10675	01-10728	
01-10618	01-10682	01-10729	
01-10619	01-10683	01-10730	
01-10620	01-10684	01-10731	
01-10621	01-10685	01-10732	
01-10622	01-10686	01-10733	
01-10623	01-10687	01-10734	
01-10625	01-10688	01-10736	
01-10626	01-10689	01-10737	
01-10627	01-10690	01-10739	
01-10629	01-10691	01-10741	
01-10630	01-10692	01-10742	
01-10632	01-10693	01-10743	
01-10633	01-10694	01-10744	
01-10634	01-10695	01-10745	
01-10637	01-10696	01-10746	
01-10638	01-10697	01-10747	
01-10640	01-10698	01-10748	
01-10641	01-10699	01-10749	

Exhibit B

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD : Chapter 11
INDUSTRIES, INC., et al., : Case Nos. 00-4471, 00-4469, 1128
: 00-4470
Debtors. :

IN RE: W.R. GRACE & CO., : Chapter 11
et al., : Case Nos. 01 1139 through
: 0-1200
Debtors. :

IN RE: FEDERAL-MOGUL : Chapter 11
GLOBAL, INC., T&N : Case Nos. 01-10578, et al.¹
LIMITED, et al., :
Debtors. :

IN RE: USG CORPORATION, : Chapter 11
a Delaware Corporation, : Case Nos. 01-2094 through
et al., : 01-2104
Debtors. :

IN RE: OWENS CORNING, : Chapter 11
et al., : Case Nos. 00-3837 through
: 00-3854
Debtors. :

ORDER DESIGNATING COURT APPOINTED CONSULTANTS
AND SPECIAL MASTERS

This matter having been opened by the Court upon its own motion in each of the above-captioned Chapter 11 cases; and the interested parties having been put on notice by the Court at the joint case management conference held on December 20, 2001, that the Court anticipated appointing special masters and/or case

¹See attached list.

management consultants to whom the Court may from time to time delegate certain authority to hear matters and to advise the Court on issues that may arise in these five large Chapter 11 cases; and for good cause shown

It is this 28th day of December, 2001

ORDERED that the following Order applies to the lead cases identified in the caption of this Order and to all cases filed as related cases thereto, and it is further

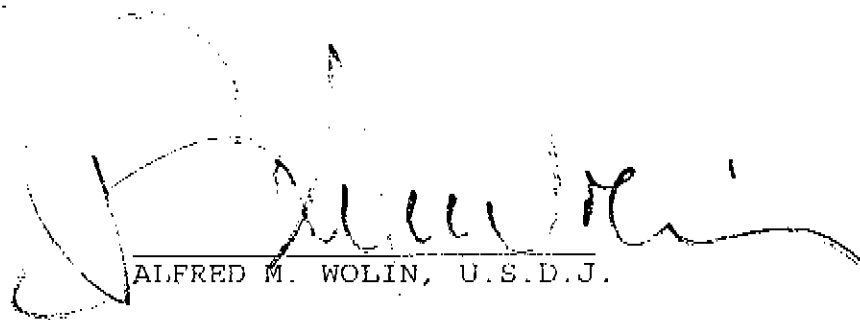
ORDERED that William A. Drier, Esq., David R. Gross, Esq., C. Judson Hamlin, Esq., John E. Keefe, Esq., and Professor Francis E. McGovern are hereby designated as Court Appointed Consultants to advise the Court and to undertake such responsibilities, including by way of example and not limitation, mediation of disputes, holding case management conferences, and consultation with counsel, as the Court may delegate to them individually, and it is further

ORDERED that the parties are on notice that the Court may, without further notice, appoint any of the Court-Appointed Consultants to act as a Special Master to hear any disputed matter and to make a report and recommendation to the Court on the disposition of such matter, and it is further

ORDERED that William A. Drier, Esq., is hereby appointed Special Master in the matter of In re W.R. Grace & Co., Bankruptcy No. 01-1139 through 01-1200, to hear all disputed matters in that Chapter 11 case for which the Court's Order of

Reference may be withdrawn from the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, and it is further

ORDERED that the fees of the Court Appointed Consultants and Special Master(s) shall be borne by the debtors in such manner and apportionment as this Court or the Bankruptcy Courts may hereinafter direct.



ALFRED M. WOLIN, U.S.D.J.

IN RE: FEDERAL-MOGUL GLOBAL, INC.
Case Numbers

01-10578	01-10643	01-10700	01-10750
01-10580	01-10644	01-10701	01-10751
01-10582	01-10646	01-10702	01-10752
01-10585	01-10647	01-10703	01-10753
01-10586	01-10649	01-10704	01-10754
01-10587	01-10650	01-10705	01-10755
01-10589	01-10651	01-10706	01-10756
01-10591	01-10652	01-10707	01-10757
01-10593	01-10653	01-10708	01-10758
01-10594	01-10654	01-10710	01-10759
01-10596	01-10655	01-10711	01-10760
01-10598	01-10656	01-10712	01-10761
01-10599	01-10657	01-10713	01-10762
01-10600	01-10658	01-10714	01-10763
01-10601	01-10659	01-10715	01-10764
01-10603	01-10660	01-10716	01-10765
01-10604	01-10661	01-10717	01-10766
01-10605	01-10662	01-10718	01-10767
01-10606	01-10664	01-10719	01-10768
01-10608	01-10665	01-10721	01-10769
01-10610	01-10666	01-10722	01-10770
01-10611	01-10668	01-10723	01-10771
01-10613	01-10669	01-10724	01-10772
01-10614	01-10672	01-10726	01-10773
01-10615	01-10673	01-10727	01-10774
01-10617	01-10675	01-10728	
01-10618	01-10682	01-10729	
01-10619	01-10683	01-10730	
01-10620	01-10684	01-10731	
01-10621	01-10685	01-10732	
01-10622	01-10686	01-10733	
01-10623	01-10687	01-10734	
01-10625	01-10688	01-10736	
01-10626	01-10689	01-10737	
01-10627	01-10690	01-10739	
01-10629	01-10691	01-10741	
01-10630	01-10692	01-10742	
01-10632	01-10693	01-10743	
01-10633	01-10694	01-10744	
01-10634	01-10695	01-10745	
01-10637	01-10696	01-10746	
01-10638	01-10697	01-10747	
01-10640	01-10698	01-10748	
01-10641	01-10699	01-10749	

Exhibit C

NORRIS, MCLAUGHLIN & MARCUS
 A Professional Corporation
 Counsellors At Law
 721 Route 202-206
 P.O. Box 1018
 Somerville, NJ 08876-1018
 Telephone (908) 722-0700

Page 1
 Invoice # 248646
 Date 12/06/2002
 Client 102187
 Matter 1
 WAD

Honorable Alfred E. Wolin
 U.S. District Court
 M.L.King, Jr. Federal Bldg.-Court House
 Room 4069, 50 Walnut Street
 Newark, NJ 07102

FEI# 62-140-8127

 For professional services rendered from November 18, 2002
 through November 30, 2002

Re: Asbestos Litigation Advisory Committee

11/18/02	WAD	.70	315.00	Prepare for 11/19 meeting with Judge Wolin;
11/18/02	JH	.90	103.50	Pacer research for notice parties;
11/19/02	WAD	5.50	2,475.00	Meeting at US District Court, Newark, with Judge Wolin, Professor McGovern and David Gross;
		7.10	TOTAL HOURS	
			TOTAL SERVICES	\$ 2,893.50

Invoice # 248646
Date 12/06/2002
Client 102187

	HOURS	RATE	AMOUNT
WILLIAM A. DREIER	6.20	450.00	2,790.00
JEANNA HAND	.90	115.00	103.50
	7.10		2,893.50

Telephone, Postage, Photocopying 144.68

TOTAL EXPENSES \$ 144.68

TOTAL THIS INVOICE \$ 3,038.18

PAST AMOUNT DUE \$ 12,912.35

TOTAL AMOUNT DUE \$ 15,950.53

NORRIS, MCLAUGHLIN & MARCUS
 A Professional Corporation
 Counsellors At Law
 721 Route 202-206
 P.O. Box 1018
 Somerville, NJ 08876-1018
 Telephone (908) 722-0700

Page 1
 Invoice # 250437
 Date 01/10/2003
 Client 102187
 Matter 1
 WAD

Honorable Alfred E. Wolin
 U.S. District Court
 M.L.King, Jr. Federal Bldg.-Court House
 Room 4069, 50 Walnut Street
 Newark, NJ 07102

FEI# 62-140-8127

 For professional services rendered from December 3, 2002
 through December 31, 2002

Re: Asbestos Litigation Advisory Committee

12/03/02	SDL	2.00	270.00	Prepared billing information for WAD;
12/10/02	WAD	1.50	675.00	Study of alternate payment proposal; start draft of letter to Court;
12/11/02	WAD	.40	180.00	Letter to Judge Wolin re class voting;
12/12/02	WAD	.20	90.00	Letter to Judge Wolin;
12/19/02	SDL	.60	81.00	Drafted certificate of no objection;
12/20/02	WAD	.20	90.00	Re: Owens-Corning - telephone conference with Judge Wolin re issues to be determined;
12/20/02	SDL	.60	81.00	Drafted certificate of no objection for William A. Drier; drafted certificate of no objection

Invoice # 250437
 Date 01/10/2003
 Client 102187

for C. Judson Hamlin; fax to same;

12/20/02	JH	.60	69.00	Pacer research for application for compensation;
12/23/02	SDL	.60	81.00	Drafted certificate of no objection for J. Keefe; revised same; faxed same; drafted certificate of no objection for D. Gross; revised same;
12/26/02	WAD	.40	180.00	Telephone conference with Judge Keefe and supervisor of billing;
12/27/02	JH	.60	69.00	Pacer research for fee application;

7.70

TOTAL HOURS

TOTAL SERVICES

\$ 1,866.00

	HOURS	RATE	AMOUNT
WILLIAM A. DREIER	2.70	450.00	1,215.00
SUZANA D. LONCAR	3.80	135.00	513.00
JEANNA HAND	1.20	115.00	138.00
	7.70		1,866.00

Travel	74.65
Telephone, Postage, Photocopying	93.30

TOTAL EXPENSES

\$ 167.95

Invoice # 250437
Date 01/10/2003
Client 102187

TOTAL THIS INVOICE	\$ 2,033.95
PAST AMOUNT DUE	\$ 15,950.53
TOTAL AMOUNT DUE	\$ 17,984.48

NORRIS, MCLAUGHLIN & MARCUS
A Professional Corporation
Counsellors At Law
721 Route 202-206
P.O. Box 1018
Somerville, NJ 08876-1018
Telephone (908) 722-0700

Page 1
Invoice # 254953
Date 03/11/2003
Client 102187
Matter 1
WAD

Honorable Alfred E. Wolin
U.S. District Court
M.L.King, Jr. Federal Bldg.-Court House
Room 4069, 50 Walnut Street
Newark, NJ 07102

FEI# 62-140-8127

For professional services rendered from February 24, 2003
through February 28, 2003

Re: Asbestos Litigation Advisory Committee

2/24/03 WAD .80 360.00 Review of USG opinion and pending asbestos
legislation;

.80 TOTAL HOURS

TOTAL SERVICES \$ 360.00

	HOURS	RATE	AMOUNT
WILLIAM A. DREIER	.80	450.00	360.00
	0.80		360.00

Invoice # 254953
Date 03/11/2003
Client 102187

Telephone, Postage, Photocopying	18.00
TOTAL EXPENSES	\$ 18.00
 TOTAL THIS INVOICE	 \$ 378.00
PAST AMOUNT DUE	\$ 12,862.08
TOTAL AMOUNT DUE	\$ 13,240.08

NORRIS, MCLAUGHLIN & MARCUS
 A Professional Corporation
 Counsellors At Law
 721 Route 202-206
 P.O. Box 1018
 Somerville, NJ 08876-1018
 Telephone (908) 722-0700

Page 1
 Invoice # 248647
 Date 12/06/2002
 Client 102188
 Matter 1
 WAD

Honorable Alfred E. Wolin
 U.S. District Court
 M.L.King, Jr. Federal Bldg.-Court House
 Room 4069, 50 Walnut Street
 Newark, NJ 07102

FEI# 62-140-8127

 For professional services rendered from November 8, 2002
 through November 30, 2002

Re: W.R. Grace-Special Master

11/08/02	WAD	.70	315.00	Read and analyzed Judge Wolin's 10/24/02 Case Management Order;
11/15/02	WAD	.20	90.00	Conference with Judge Wolin;
11/18/02	JH	.20	23.00	Pacer research for notice parties;

1.10 TOTAL HOURS

TOTAL SERVICES \$ 428.00

HOURS	RATE	AMOUNT
-------	------	--------

Invoice # 248647
Date 12/06/2002
Client 102188

	HOURS	RATE	AMOUNT
WILLIAM A. DREIER	.90	450.00	405.00
JEANNA HAND	.20	115.00	23.00
	1.10		428.00

Telephone, Postage, Photocopying 21.40

TOTAL EXPENSES \$ 21.40

TOTAL THIS INVOICE \$ 449.40

PAST AMOUNT DUE \$ 37,363.64

TOTAL AMOUNT DUE \$ 37,813.04

NORRIS, MCLAUGHLIN & MARCUS
 A Professional Corporation
 Counsellors At Law
 721 Route 202-206
 P.O. Box 1018
 Somerville, NJ 08876-1018
 Telephone (908) 722-0700

Page 1
 Invoice # 250438
 Date 01/10/2003
 Client 102188
 Matter 1
 WAD

Honorable Alfred E. Wolin
 U.S. District Court
 M.L.King, Jr. Federal Bldg.-Court House
 Room 4069, 50 Walnut Street
 Newark, NJ 07102

FEI# 62-140-8127

 For professional services rendered from December 2, 2002
 through December 31, 2002

Re: W.R. Grace-Special Master

12/02/02 WAD .20 90.00 Telephone conference with Judge Wolin;

12/03/02 SDL 4.10 553.50 Prepared billing information for WAD;

4.30

TOTAL HOURS

TOTAL SERVICES

\$ 643.50

	HOURS	RATE	AMOUNT
WILLIAM A. DREIER	.20	450.00	90.00
SUZANA D. LONCAR	4.10	135.00	553.50
	4.30		643.50

Invoice # 250438
Date 01/10/2003
Client 102188

Courier Service	14.27
Travel	79.10
Telephone, Postage, Photocopying	32.18

TOTAL EXPENSES	\$ 125.55
----------------	-----------

TOTAL THIS INVOICE	\$ 769.05
--------------------	-----------

PAST AMOUNT DUE	\$ 37,813.04
-----------------	--------------

TOTAL AMOUNT DUE	\$ 38,582.09
------------------	--------------

IN RE: ARMSTRONG WORLD INDUSTRIES, INC., et al.,	Chapter 11
Debtors.	Case Nos. 00-4471, 00-4469, 00-4470
	(Jointly Administered)
IN RE: W. R. GRACE & CO., et al.,	Chapter 11
Debtors.	Case Nos. 01-1139 through 01-1200
	(Jointly Administered)
IN RE: FEDERAL MOGUL GLOBAL, INC., T & N LIMITED, et al.,	Chapter 11
Debtors.	Case Nos. 01-10578, et al
	(Jointly Administered)
IN RE: USG CORPORATION, a Delaware Corporation, et al.,	Chapter 11
Debtors.	Case Nos. 01-2094 through 01-2104
	(Jointly Administered)
IN RE: OWENS CORNING, et al.,	Chapter 11
Debtors.	Case Nos. 00-3837 through 00-3854
	(Jointly Administered)

**THIRD INTERIM ORDER AWARDING FEES AND EXPENSES TO NORRIS,
MCLAUGHLIN & MARCUS ON BEHALF OF THE COURT APPOINTED ADVISOR
WILLIAM A. DREIER**

{00291182.DOC}

applications for the allowance of fees and expenses incurred in the course of their appointment by the Court; having received no opposition to the application; and the Court having found that the fees and expenses are reasonable and that the services rendered were necessary for the administration of the debtors' estates and not duplicative of any other services rendered and for other good cause shown

IT IS on this _____ day of _____, 2003,

ORDERED that the third application of Norris, McLaughlin & Marcus on behalf of William A. Dreier for an interim allowance of fees and expenses is hereby granted and fees and expenses are allowed on an interim basis in the amount of \$7118.56; and it is further

ORDERED that the interim fees and expenses allowed pursuant to this Order are to be allocated among the debtors as follows:

\$1,180.02 in fees and expenses against Federal Mogul, Inc.;

\$2,398.48 in fees and expenses against W.R. Grace & Co.;

\$1,180.02 in fees and expenses against Armstrong World Industries, Inc.;

\$1,180.02 in fees and expenses against Owens Corning; and

\$1,180.02 in fees and expenses against U.S.G. Corporation; and it is further

ORDERED that the debtors are authorized and directed to pay to Norris, McLaughlin & Marcus the amounts as set forth herein; and it is further

ORDERED that amounts received pursuant to this interim Order may be subject to disgorgement as may be provided in the final Order of allowance of fees and expenses at the conclusion of the above-captioned Chapter 11 cases.

ALFRED M. WOLIN, U.S.D.J.